

MARVEL  
TEAM-UP™

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MARVEL TEAM-UP

FEATURING

SPIDER-MAN

AND THE

MAN-THING



DARK SWAMP,  
DEEP FEAR!





Stan Lee  
PRESENTS!

# SPIDER-MAN AND MAN-THING!

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## THE MEASURE OF A MAN!

BEGINNINGS: IT SEEMS THAT IT'S THE DEAD OF NIGHT, AN UNREAL, STYGIAN BLACKNESS ONLY SLIGHTLY BROKEN BY SILVER BANDS OF MOONLIGHT GLANCING OFF THE ANCIENT, GNARLED, MOSS-COVERED TREE LIMBS THAT SHROUD THE SWAMP...

...AND THE  
CREATURE  
THAT LURKS  
WITHIN.

LORD IN  
HEAVEN!

THE  
MAN-THING--  
HE'S LUNGING  
RIGHT AT  
ME!!

PERHAPS-- BUT  
APPEARANCES CAN  
BE DECEIVING.

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WHAT APPEARS TO BE THE SWAMP THAT IS THE MUCK BEAST'S HOME, TURNS OUT TO BE A SOPHISTICATED HABITAT...

...AND AS FOR MAN-THING'S "LUNGE"...

**SPLAT!**

MY MISTAKE. HE'S COLLAPSING!

THAT WAS NO ATTACK. I GET THE FEELING HE RECOGNIZED ME, WAS REACHING OUT TO ME. \*

BUT THE POOR GUY'S SO WEAK, HE CAN BARELY STAND.

EVEN THOUGH THE ENVIRONMENT INSIDE THE TANK MUST DUPLICATE MANNY'S SWAMP, I GUESS HE KNOWS IT ISN'T HOME, THAT HE'S IN A CAGE.

AND LIKE ANY TRULY WILD ANIMAL, TRAPPED IN A CAGE HE CAN'T ESCAPE FROM--

--HE'S LOST THE WILL TO LIVE.

\* THEY FIRST MET IN G-S SPIDEY'S--ARCHIE.

BEGINNINGS: WHERE SPIDEY'S CONCERNED, THEY WERE INNOCENT ENOUGH. AS PETER PARKER, HE AND MARY JANE WATSON HAD GONE TO THE CIRCUS.

IT DIDN'T WORK OUT THAT WAY.

PETEY--WHAT IS THAT THING?! IS IT... ALIVE?!

YEAH, MJ, I'M AFRAID IT IS.

MAN-THINGS?!? THE WIRE SERVICES REPORTED MANNY ON A RAMPAGE IN ATLANTA--BUT THAT WAS MONTHS AGO. \*

WHAT'S HE DOING HERE?!

IT WAS MEANT TO BE A NO-HASSLE DAY, A DAY FREE OF ANY THOUGHTS OF DOOM AND GLOOM, OF SCHOOL AND WORK. A DAY OFF.

\* MAN-THING #19-22 --AG.





PETEY, WHAT ARE YOU DOING? WE'RE SUPPOSED TO BE ON A DATE!

I KNOW, MARY JANE. BUT THAT GUY IS AMOS JARDINE, THE CIRCUS OWNER.

MR. JARDINE!



I'D LIKE TO ASK YOU SOME QUESTIONS ABOUT THE MAN-THING! I, UM, DO SOME WORK FOR THE DAILY BUGLE, AND...

YOU CLOWNING NEVER GIVES UP, DO YOU? WELL, BUG OFF, KID. I'M TIRED OF TALKING. I GOT NO COMMENT.

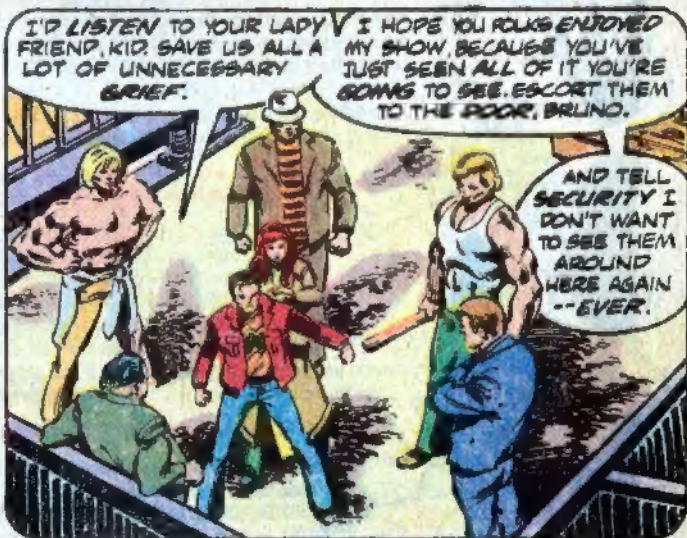
WHAT GIVES YOU THE RIGHT TO EXHIBIT HIM?



RIGHT? I FOUND HIM, BUCKO. AND CAPTURED HIM. AND I'LL DO WITH THAT WALKING MOUND OF MUCK AS I SEE FIT.

UH-OH. PETER.

NOT NOW, MJ.



I'D LISTEN TO YOUR LADY FRIEND, KID. SAVE US ALL A LOT OF UNNECESSARY GRIEF.

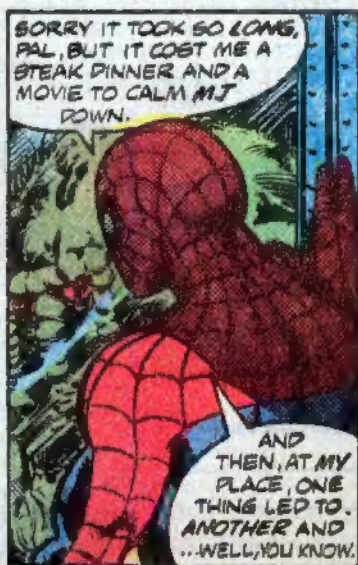
I HOPE YOU FOLKS ENJOYED MY SHOW, BECAUSE YOU'VE JUST SEEN ALL OF IT YOU'RE GOING TO SEE. ESCORT THEM TO THE DOOR, BRUNO.

AND TELL SECURITY I DON'T WANT TO SEE THEM AROUND HERE AGAIN -- EVER.



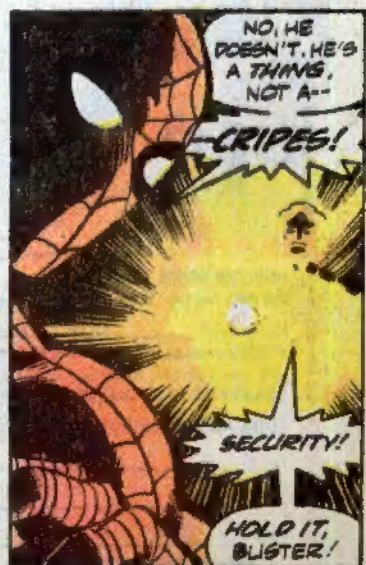
"NICE TALKING WITH YOU, MR. PARKER OF THE DAILY BUGLE."

FIRST ROUND TO YOU, JARDINE. BUT I'LL BE BACK.



SORRY IT TOOK SO LONG, PAL, BUT IT COST ME A STEAK DINNER AND A MOVIE TO CALM MJ DOWN.

AND THEN, AT MY PLACE, ONE THING LED TO... ANOTHER AND... WELL, YOU KNOW.



NO, HE DOESN'T. HE'S A THING, NOT A--

CRIPES!

SECURITY!

HOLD IT, BUSTER!









FRIEND, WHEN YOU'VE GOT THE PROPORTIONATE STRENGTH OF A SPIDER, THERE ISN'T MUCH YOU CAN'T DO.

HEY!!

SHEESH!



THAT CAGE IS PRIVATE PROPERTY! PUT IT DOWN!!

BOSS, THAT'S SPIDER-MAN!

I DON'T CARE IF IT'S THE MORMON TABERNACLE CHURCH. HE'S STEALING MY MAN-THING! STOP HIM!



FIRST OF ALL, BLUBBER-SUT, HE ISN'T YOUR MAN-THING. NOT NOW, NOT EVER!

AND AS FOR STOPPING ME...

THWIP!



I'M TAKING HIM HOME, JARDINE, BACK TO HIS SWAMP, AND IF YOU KNOW WHAT'S GOOD FOR YOU, YOU'LL LEAVE HIM THERE.

DON'T JUST STAND THERE, YOU HIPPIE TWERP! YOU'VE GOT A GUN! SHOOT HIM!



RRGLE MUMPH!

SORRY, MR. JARDINE, I CAN'T DO THAT, I JUST QUIT.



MEANWHILE, UP ON THE ROOF...

NOW WHAT? I SAID I'D GET YOU HOME, MANNY. QUESTION IS, HOW?

HOO-BOY THIS HABITAT IS HEAVY.

IT'S A CINCH I'M NOT GONNA CARRY IT DOWN TO FLORIDA ON MY BACK. NEITHER OF US WOULD LIVE TO SEE NEWARK.

WE NEED HELP. AND I THINK I KNOW JUST THE GUY TO ASK.



AND SO, THE VERY NEXT AFTERNOON...

HOW WE DOIN', NINA? ANY IDEA WHEN WE'LL REACH THE SWAMP?

WE'VE BEEN OVER IT FOR THE PAST FIFTEEN MINUTES.

OH. IT'S...UH, BIG.

THAT IT IS. FIVE THOUSAND SQUARE MILES, SOME OF IT STILL UNEXPLORED EVEN TODAY.

AN' TO OUR MOLDY PASSENGER BACK THERE, IT'S HOME-SWEET-HOME. WHAT'S HE MADE OF, ANYWAY?

TAKE A DEEP BREATH, PAL. THEN YOU TELL ME.

I OWE YOU FOR FLYING THIS CHARTER, NINA--AND I OWE CURT CONNERS MORE FOR ARRANGING IT.

IT'S WHAT I DO FOR A LIVING, YOUNGSTER. I FLY CURT AND HIS FAMILY DOWN HERE EVERY YEAR, AND HE KNOWS I'LL TRANSPORT ANYTHING IF THE MONEY'S RIGHT, AND IT'S LEGAL, OR VERY INTERESTING.

AN' THANKS TO DAVE SAVIN AN' THE NEW YORK ECOLOGICAL HISTORY MUSEUM, \* CONNERS AN'T EVEN FOOTIN' THE BILL.

BETTER FLASH CITRUSVILLE OMNI. LET 'EM KNOW--

...HOLEE--!

**SHZAK!**

\* SEE G-S MAN-THINGS #2-A.G.

NINA, WHAT-- HIT US?!

I--I DON'T KNOW...BUT ONE ENGINE'S GONE, AND A GOOD CHUNK OF WING WITH IT!

HANG ON! WE'RE GOING DOWN!

IT'S A NIGHTMARE DESCENT, NINA TRYING DESPERATELY TO LEVEL THE MORTALLY WOUNDED AIRCRAFT BEFORE IT HITS.

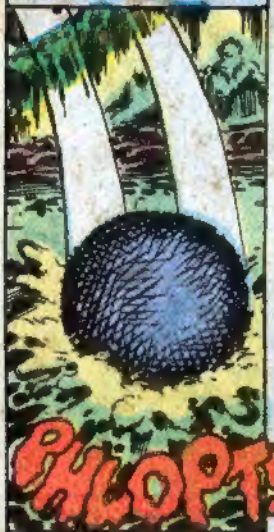
BUT THEN, AS THE BEECH BARON RIPS THROUGH A GROVE OF CYPRUS TREES AND DISINTEGRATES IN THE BLINK OF AN EYE...

SHE DOES HER BEST, BUT THE PLANE HAD BEEN TOO LOW, GOING TOO FAST. THERE SIMPLY ISN'T ENOUGH AIRSPACE, OR TIME.

**FA-CHOOOM!**



THE UNUSUALLY BALL  
DOESN'T BOUNCE  
FAR BEFORE COMING  
TO ITS FINAL  
RESTING PLACE.



AND THEN...

MAIN FLOOR,  
EVERYBODY  
OUT!

I  
D-DON'T  
BELIEVE  
IT. WE'RE...  
ALIVE!



THANKS TO  
YOUR FLYING  
AND MY  
WEB-BALL, LADY,  
WE SURE ARE.

YOU KEPT THE PLANE LEVEL JUST  
LONG ENOUGH FOR ME TO SPIN  
THIS COCOON AROUND US, AND  
LIKE I FIGURED, THE IMPACT  
CATAPULTED US OUT OF THE  
WRECK.



HOW'S YOUR  
PARTNER?

I'LL LIVE,  
THANKS. JUS'  
CAUGHT SOME  
SHRAPNEL  
FROM THE ENGINE  
IN MY ARM.

WE WERE LUCKY. MAN-  
THING WASN'T. THE  
FIRE MUST'VE BURNED  
HIM TO A CRISP.



POOR GUY.  
WE'D ALMOST  
GOTTEN HIM HOME,  
TOO!

SPIDER-MAN--  
LOOK!

WHAT  
THE--?!

MAN-  
THING?!!?



BUT THAT'S  
IMPOSSIBLE--  
UNLESS...

I KNOW THIS SOUNDS CRAZY,  
BUT IT'S THE ONLY ANSWER  
THAT MAKES SENSE. SOMEHOW,  
THE SWAMP'S REVITALIZED  
MANNY, RESTORED HIM TO  
HEALTH!



AND YET,  
I STILL GET  
THE FEELING  
THAT HE'S IN  
PAIN, THAT WHAT-  
EVER HURT HIM  
BEFORE WASN'T  
GONE AWAY...

...THAT  
MANNY'S  
GOING TO  
FIGHT  
IT.



ORIGINALLY, WHEN I THOUGHT WE WERE  
BRINGING HIM HOME TO DIE, I FIGURED ON  
POKING AROUND HERE A DAY OR TWO. IF  
THERE WAS SOMETHING CRAZY LOOSE  
IN THE SWAMP, I WAS GONNA TRY TO  
STOP IT BEFORE ANYONE ELSE  
GOT HURT.

DO WHAT YOU HAVE  
TO DO, SPIDER-MAN.



WE'LL BE ALL RIGHT. THE AIR  
FORCE HEARD OUR MAYDAY, THEY  
PROBABLY SENT A HELICOPTER.



"WE'LL BE OUT OF HERE BEFORE YOU KNOW IT."

THAT IS ONE HECKUVA LADY.

AND I'M BEGINNING TO FEEL LIKE ONE HECKUVA JERK.



I OUGHTTA HAVE MY HEAD EXAMINED. I'VE BEEN PADDLING THROUGH THIS QUAGMIRE FOR THREE HOURS! I'M TIRED, I'M LOST, IT'S GETTING DARK, AND--

--HMM! WHAT'S THIS?

"A SHACK, IN THE MIDDLE OF NOWHERE, COMPLETE WITH AN OLD MAN AND A GIRL TIED UP ON THE PORCH!"

DAKIMH, LOOK! MAN-THING'S RETURNED. AS YOU SAID HE WOULD!

AND HE'S BROUGHT HELP!



HELP, JENNIFER KALE? HE'S BROUGHT ONE MAN, AND A MORTAL, TO BOOT, WHO CAN NO MORE STAND AGAINST MY POWER...

...THAN YOUR PET QUAS-BEAST COULD WHEN HE FIRST TRIED TO RESCUE YOU.

HEAR ME, LITTLE MAN. I AM **D'SPAYRE!**



IF YOU VALUE YOUR LIFE AND YOUR IMMORTAL SOUL, RUN FROM HERE! IF YOU STAY BOTH ARE FORFEIT!

MISTER, I'VE NEVER RUN FROM A FIGHT IN MY LIFE, AND I DON'T INTEND TO START TONIGHT.

HMM? MANNY'S STOPPING ME! BUT WHY?



HE CAN'T ANSWER, AND EVEN IF HE COULD, SPIDER-MAN WOULDN'T UNDERSTAND.

SPIDEY IS HUMAN, MAN-THING'S NOT. HE'S THE SOUL OF BIOLOGIST TED BALLIS, MERGED WITH THE RAW SUBSTANCE OF A PART OF THE EVERGLADES THAT HAPPENS TO BE THE NEXUS OF A NUMBER OF MYSTIC DIMENSIONS.



AND BECAUSE MAN-THING IS A FREAKISH SYNTHESIS OF SCIENCE, SOME MAD AND AGE-OLD MYSTIC POWER, HIS PERCEPTION OF REALITY IS SOMEWHAT... DIFFERENT THAN OURS.

WHERE SPIDEY SEES A WEATHER-BEATEN SHACK, MAN-THING SEES AN OBSIDIAN TOWER, REARING A MILE HIGH ABOVE THE SWAMP...

...A TOWER WHOSE ESSENCE IS SO MALIGNANT THAT THE MAN-THING FINDS HIMSELF DROWNING IN A MIASMA OF PURE EVIL.

AND AS FOR THE TWO HELPLESS BACKWOODS TYPES, THEY ARE HARDLY THAT. THE OLD MAN IS THE TECHNICALLY DEAD GRAND SORCERER OF LEGEND-- DAKIMH THE ENCHANTER.

THE GIRL IS HIS DISCIPLE, JENNIFER KALE.

THEY'VE FOUGHT HARD THESE PAST WEEKS, BUT TO NO AVAIL, AS D'SAIRE'S TOWER LEECHED FROM THEM LIFE AND HOPE.

AND NOW, BOTH KNOW THAT IF THEY ARE NOT FREED TONIGHT, THEY WILL NOT LIVE TO SEE TOMORROW'S SUNRISE.

BUT SPIDEY KNOWS NONE OF THIS. TO HIM, IT'S A MATTER OF TWO PEOPLE BEING THREATENED BY YET ANOTHER BRAND-NEW SUPER-VILLAIN ABOUT TO LEARN THE ERROR OF HIS WAYS.

AND SPIDEY RESPONDS ACCORDINGLY.

I APPRECIATE THE CONCERN, MANNY, BUT THAT BOZO'S LOOKING FOR TROUBLE--

--AND AS FAR AS I'M CONCERNED, HE JUST FOUND IT!

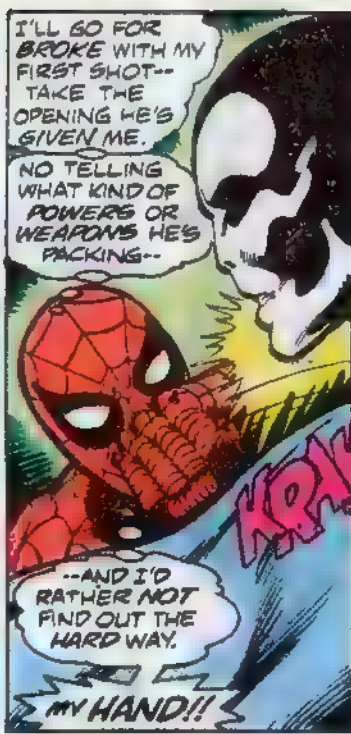




YOU ARE EITHER  
BRAVE OR A  
FOOL, LITTLE  
MAN.

WHICHEVER,  
YOU WILL  
SOON BE  
DEAD.

BETTER  
MEN THAN  
YOU HAVE  
SAID THAT,  
SPOOKY,  
BUT I'M  
STILL HERE.



I'LL GO FOR  
BROKE WITH MY  
FIRST SHOT--  
TAKE THE  
OPENING HE'S  
GIVEN ME.

NO TELLING  
WHAT KIND OF  
POWERS OR  
WEAPONS HE'S  
PACKING--

--AND I'D  
RATHER NOT  
FIND OUT THE  
HARD WAY.

MY HAND!!



YOU DARE  
CHALLENGE  
ME,  
MORTAL?

HE'S JAW--LIKE  
BELTING GRAN T.  
OR... BEN GRIMM.  
NEVER SEEN  
ANYONE... REACT  
SO... FAST.

HAND...  
LIKE IRON  
CLAMP  
AROUND...  
NECK.

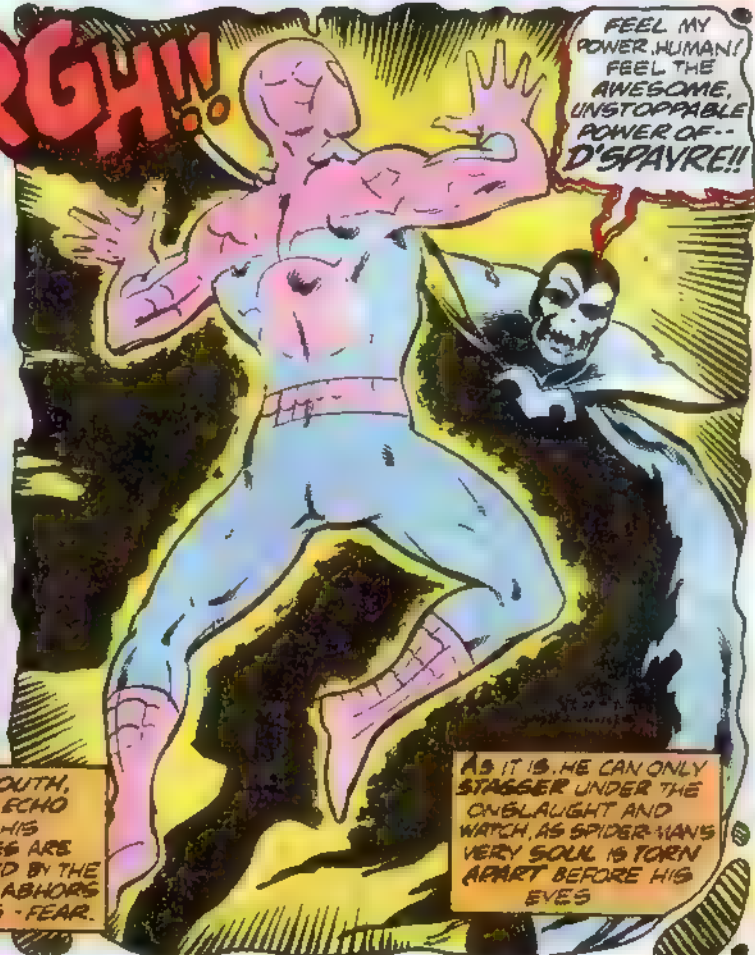
CHURL! YOU ARE  
BEATEN  
BEFORE  
YOU  
BEGIN.



THE SCREAM COMES  
OUT OF NOWHERE,  
TORN FROM THE  
VERY CORE OF  
SPIDER-MAN'S  
BEING.

YAAARRRGH!!

AND IF HE HAD A MOUTH,  
MAN-THING WOULD ECHO  
THAT SCREAM AS HIS  
EMPATHIC SENSES ARE  
SUDDENLY RAVAGED BY THE  
ONE EMOTION HE ABHORS  
ABOVE ALL OTHERS - FEAR.



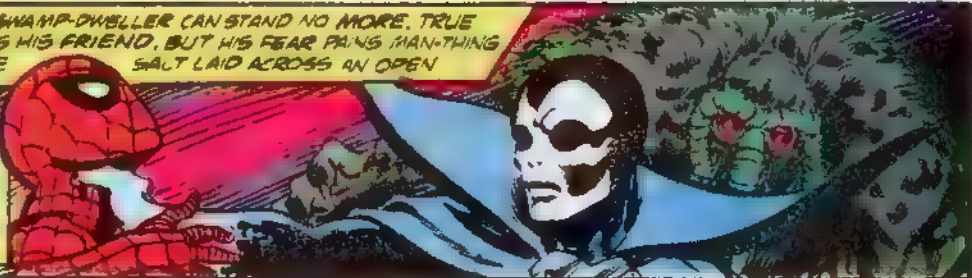
FEEL MY  
POWER, HUMAN!  
FEEL THE  
AWESOME,  
UNSTOPPABLE  
POWER OF--  
D'SPAYRE!!

AS IT IS, HE CAN ONLY  
STAGGER UNDER THE  
ONSLAUGHT AND  
WATCH AS SPIDER-MAN'S  
VERY SOUL IS TORN  
APART BEFORE HIS  
EYES

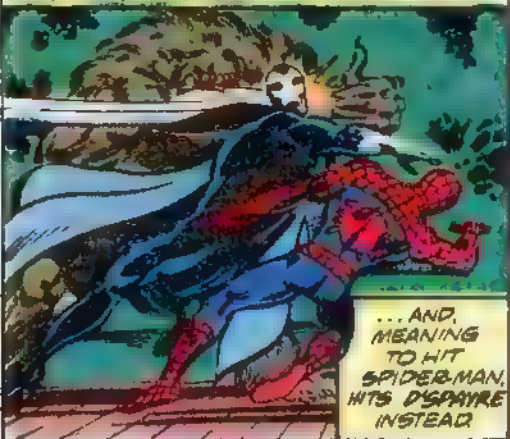


FINALLY, THE SWAMP-DWELLER CAN STAND NO MORE. TRUE SPIDER-MAN IS HIS FRIEND, BUT HIS FEAR PAINS MAN-THING AS IF IT WERE SALT LAID ACROSS AN OPEN WOUND.

NO MATTER WHAT THE COST, THIS AGONY MUST END

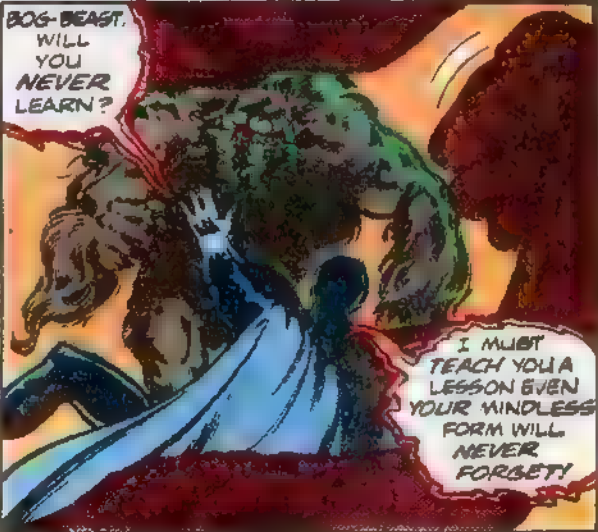


HE LUMBERG FORWARD, BUT THE VERY PRESENCE OF THE TOWER AND SPIDEY'S STARK TERROR ARE TAKING THEIR TOLL. MAN-THING STUMBLES AS HE STRIKES ..



...AND, MEANING TO HIT SPIDER-MAN, HTS D'SPAIRE INSTEAD

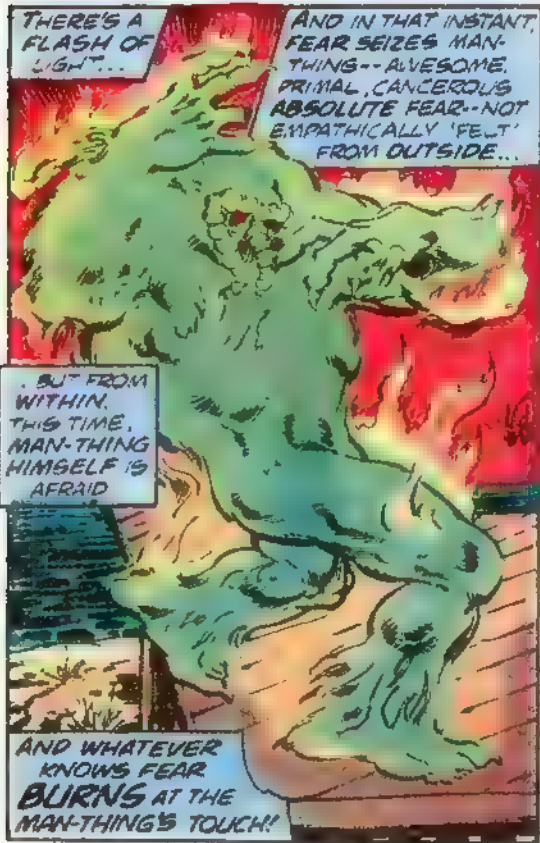
BOG-BEAST, WILL YOU NEVER LEARN?



I MUST TEACH YOU A LESSON EVEN YOUR MINDLESS FORM WILL NEVER FORGET!

THERE'S A FLASH OF LIGHT...

AND IN THAT INSTANT, FEAR SEIZES MAN-THING-- ALYESOME, PRIMAL, CANCEROUS ABSOLUTE FEAR--NOT EMPATHICALLY 'FELT' FROM OUTSIDE...



BUT FROM WITHIN, THIS TIME, MAN-THING HIMSELF IS AFRAID

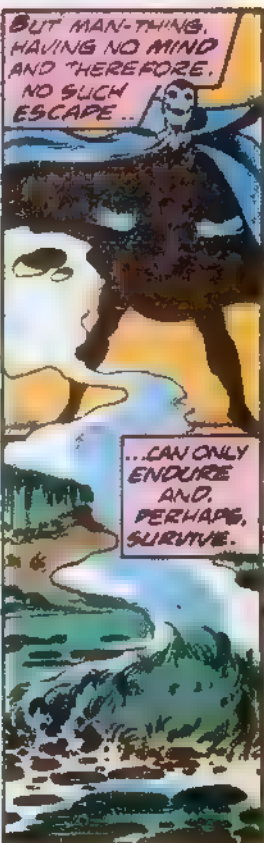
AND WHATEVER KNOWS FEAR BURNS AT THE MAN-THING'S TOUCH!

HE GLOWS LIKE A MINI-ATURE STAR, FLAMES EATING HIM UP FROM WITHOUT AND WITHIN...



.. AS HE INSTINCTIVELY STAGGERS TOWARDS THE SWAMP AND, HOPEFULLY SALVATION. A SENTIENT BEING WOULD GO MAD WITH THE UN-MASSNABLE PAIN.

BUT MAN-THING, HAVING NO MIND AND THEREFORE, NO SUCH ESCAPE...



...CAN ONLY ENDURE AND, PERHAPS, SURVIVE.



MAN-THING LURCHES INTO THE MIRE AS D'SPAYRE'S HARSH, GRATING LAUGHTER ECHOES OUT ACROSS THE SWAMP... BUT WHAT OF SPIDEY, WHO IS NEITHER MIND-LESS NOR MAD-- AND WHO WISHES HE WERE BOTH?

HE IS WEEPING, AS HE HASN'T SINCE GIVEN STACY'S MURDER. HE HADN'T THOUGHT HE COULD BREAK SO EASILY.

AND ALL D'SPAYRE DID WAS... TOUCH HIM.

YOUNG HERO, MARKEN TO MY WORDS! THIS BATTLE IS NOT YET DONE, AND THE FATE OF WORLDS HANGS IN THE BALANCE.

SPIDEY DOESN'T ANSWER, AND FOR ALL THE OLD MAN KNOWS, HE'S BEYOND HEARING, HIS SPIRIT CRUSHED AND THROWN INTO THE ABYSS BUT DAKIMM HAS TO TRY...

I AM DAKIMM, CALLED THE ENCHANTER. AND ON THESE PLANES OF EXISTENCE, I AM COUNTED A FORCE FOR GOOD.

"D'SPAYRE IS MY OPPOSITE, THE EMBODIMENT OF ULTIMATE EVIL. I KNEW OF HIM, BUT HAD NOT REALIZED THE EXTENT OF HIS POWER UNTIL IT WAS TOO LATE.

HE CAPTURED JENNIFER AND ME AND BOUND US TO THIS TOWER. HE IS USING ITS POWER TO TWIST OUR SOULS TO HIS SHAPING, SO THAT WHEN IT HAS DONE ITS DAEMONIC WORK...

"...WE WILL BE REBORN IN HIS IMAGE, SERVANTS OF EVIL, OUR UNIVERSE-SPANNING POWERS PLEDGED FOR ALL TIME TO THE SERVICE OF D'SPAYRE."

I-IF I WEREN'T S-SO S-SCARED I'D... LAUGH. M-MISTER. WH-WHAT T-TOWER, HUH? ALL... I SEE IS A SHACK.

IN TERMS YOU CAN UNDERSTAND THEN, SPIDER-MAN-IF D'SPAYRE IS NOT STOPPED, HE WILL KILL US ALL.

OKAY S-BRAN'PA, SINCE YOU P-PUT IT THAT WAY, I GUESS I'VE GOT NO CHOICE

HEAD'S UP SPOOKY! PLAY TIME'S OVER!

WHA-???

THE YOUTH HAS GREAT COURAGE, JENNIFER I PRAY IT WILL BE ENOUGH. YET I FEAR... MY CHILD... Z... FEAR...



AT DAKIMH'S WORDS, JEN'S EYES GO WIDE, FEAR TOUCHING HER HEART WITH ICE. FOR IF HER MASTER IS FALLING VICTIM TO D'SPAYRE'S INSIDIOUS POWER...

...WHAT CHANCE DOES SHE-- A MERE DISCIPLE-- HAVE?

**SPLORT!**

SO IT IS THAT JENNIFER AND DAKIMH'S RESISTANCE SLIPS A BIT, AND D'SPAYRE'S POWER GROWS BY THAT SAME LITTLE BIT SOON, THEY'LL YIELD COMPLETELY...

...AND THEN, D'SPAYRE WILL SPREAD HIS DARKLING CLOAK ACROSS THE FACE OF A THOUSAND WORLDS.

**BROW!**

UNLESS OF COURSE, SPIDER-MAN CAN STOP HIM.

BLASTED MUD'S BLOWING ME DOWN...

...GIVING SPOOKY TIME TO--

OH...NO!!

HE SCREAMS-- TURNED IN AN INSTANT FROM A HUMAN BEING...

...INTO A WHIMPERING, CRINGING... THING THAT HAPPENS TO WEAR A HUMAN FORM.

NO BRAVADO NOW, MORTAL?

PLEASE...NO MORE...

YOU WERE SO PROUD A MOMENT AGO, LITTLE MAN-- SO DEFIANT, SO SURE OF YOURSELF AND YOUR POWER. AND D'SPAYRE HAS TAKEN ALL THAT AWAY.

I CAN DO ANYTHING I WISH-- TO YOU OR WITH YOU-- AND YOU WILL NOT LIFT A FINGER TO STOP ME.

**SHAKAM**





BEG ME  
FOR YOUR LIFE,  
SPIDER-MAN.  
OR MUST YOU  
FEEL MY TOUCH  
OF FEAR  
AGAIN?



ON YOUR  
KNEES--  
EH?  
MAN-  
THING!

REBORN ONCE  
MORE, BUT THIS  
TIME, INEXPLICABLY,  
GOING NOT FOR  
SPIDER-MAN, THE  
ONE WHO FEARS--

-- BUT FOR THE TRUE  
SOURCE OF THAT FEAR.



I GROW  
WEARY  
OF THIS  
FARCE,  
BEAST.



HE BURNS.

AND THE SHAMP  
AS MINDLESS, AS  
ELEMENTAL  
AS MAN-THING  
HIMSELF...

... MAKES HIM  
WHOLE.



SO, HE BURNS  
AGAIN--

-- D'SPAYRE'S POWER  
TOUCHING THAT  
MINUTE PART  
OF MAN-THING  
THAT WAS ONCE  
TED SALLIS...



... MAKING IT FEAR  
AND TURNING THE  
MAN-THING'S FURY  
AGAINST HIMSELF.



THOUGH EACH BLAST SHRIVELS  
HIM, STILL THE QUAG-BEAST  
DOES NOT STOP.

HE IS DRIVEN, PER-  
HAPS, BY THAT SAME  
PART OF TED SALLIS  
WITHIN HIM WHICH  
D'SPAYRE IS LONG  
TO DESTROY HIM.

AND SO,  
THE GAME  
GOES ON,  
AND ON...



... D'SPAYRE LOVING EVERY  
MINUTE OF IT.

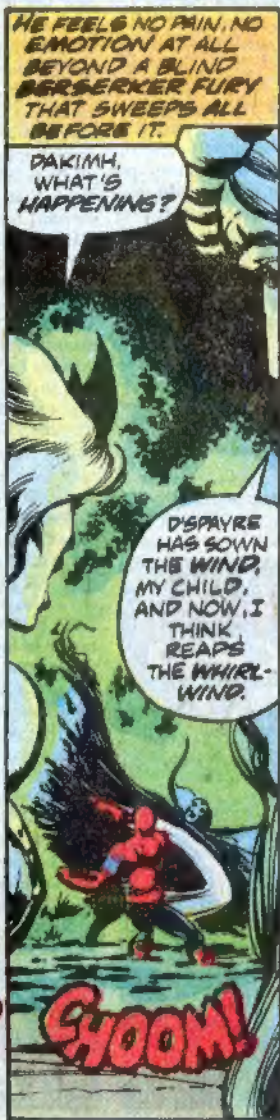
MANNY'S GIVING  
HIS LIFE FOR ME...  
AN' HIS... FRIENDS,  
AN' ALL... I'M  
DOING IS...  
WATCHING!

GOTTA... HELP HIM!  
BUT IF I DO,  
D'SPAYRE'LL BLAST  
ME AGAIN!

HE STARTS SHAKING,  
TEARS STAINING HIS  
MASK...

... THE MEMORY  
OF WHAT HAPPENED  
ENOUGH TO SEND  
HIM INTO A  
PANIC, FOR A  
LONG MOMENT, HE  
DOES NOTHING...







ENOUGH,  
MY YOUNG  
FRIEND.

OR WILL YOU NOT  
BE SATISFIED  
UNTIL YOU'VE TAKEN  
THIS DEMON-SPAWN'S  
LIFE?

H-HUH...?

I-I--- OH,  
MY LORD,  
WHAT HAVE  
I DONE?

SAVED  
US, HERO,  
FROM  
DEATH  
AND  
WORSE  
THAN  
DEATH.

S-SURE.  
ANYTIME.

HEY! YOUR  
CLOTHES...  
AND D'SPAYRE'S  
FACE! I  
THOUGHT HE  
WAS WEARING  
A MASK  
BUT...

YOU SAW  
US BEFORE AS  
D'SPAYRE'S SPELL  
MADE YOU SEE US,  
SPIDER-MAN, YOU  
SEE US NOW AS  
WE ARE.

I UNDERSTAND,  
DAKIMH. ONCE  
THE TOWER'S  
DESTROYED,  
D'SPAYRE'S  
POWER IS  
BROKEN.

QUICKLY,  
JENNIFER. LINK  
YOUR POWER WITH  
MINE. THERE IS ONE  
TASK WE MUST YET  
PERFORM.

"ALAS, IF THAT WERE ONLY SO,"  
DAKIMH SAYS, AS THEIR TWIN SPELLS  
WEAVE A GOLD AND SILVER WEB  
AROUND THE TOWER, "BUT SO LONG  
AS THERE IS HOPE, IT MUST BE  
BALANCED... BY DESPAIR."

"WE CAN REDUCE  
HIM FOR A TIME.  
BUT WHILE  
THERE IS LIFE  
ITSELF, HE WILL  
EXIST."

AND THEN, WITH  
A SOUND LIKE  
SOFT, SILVER  
BELLS-- PEACE-  
FUL, YET MORE  
AWESOME THAN  
THE LOUDEST  
THUNDER CLAP--  
THE TOWER  
SHATTERS...



... AND FALLS, IN A BILLION-BILLION IRIDESCENT CRYSTAL SHARDS THAT GLITTER IN THE MOONLIGHT LIKE NEWBORN STARS.

OH!

DON'T WORRY JENNIFER. MY WEB-UMBRELLA WILL PROTECT US FROM THE BUSTED GLASS.

TRULY, SPIDER-MAN, YOU ARE A MAN OF INFINITE RESOURCES.

TELL THAT TO MY PROFESSORS, HUM, DAKIMH? THEY ALL THINK I'M A FUMBLE FINGERED KLUTZ.

OKAY, THE SHOWER'S OVER, AND IF THE TWO OF YOU DON'T MIND I'D LIKE SOME EXPLANATIONS.

LIKE, WHAT THE HECK'S BEEN HAPPENING HERE ???

THE PATHS OF FATE ARE WONDROUS TO BEHOLD, MY FRIEND, MAYHAP WE THREE SHALL MEET AGAIN SOMEDAY.

UNTIL THAT TIME, KNOW THAT YOU HAVE THE ETERNAL THANKS OF...NK

CALL IT A DREAM, IF YOU LIKE, MORE THAN THAT I'M AFRAID I CANNOT SAY.

SILENCE.

THEY'RE GONE! DAKIMH, JENNIFER, SPOOKY, THAT TOWER--LIKE THEY WERE NEVER HERE. ALL THAT'S LEFT IS ME, THE SHACK, AND MANNY.

EVEN THE MEMORY OF D'SPAYRE'S FEAR ZAPS ISN'T SO BAD ANYMORE--ALMOST LIKE THEY HAPPENED TO SOMEONE ELSE.

MAYBE THIS REALLY WAS A DREAM. MAYBE ALL THESE HOURS BLOGGING THROUGH THE SWAMP FINALLY GOT TO ME.

MAYBE, IN THE END, IT'S BETTER IF I NEVER KNOW.

NEXT ISSUE

CRY HAVOK!